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LOUISVILLE & NASHVILLE RAILROAD COMPANY

908 W. BROADWAY • LOUISVILLE, KENTUCKY 40201 • TELEPHONE (502) 587-5235

RECORDATION NO. *8275-7* Filed & Recorded

LAW DEPARTMENT

SEP 17 1976 1 20 PM September 16, 1976

DAVID M. YEARWOOD

ASST. GENERAL SOLICITOR

INTERSTATE COMMERCE COMMISSION

Mr. Robert L. Oswald, Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Dear Mr. Oswald:

6-2614062
SEP 17 1976
Date
Fee \$ 10
ICS Washington, D. C.

There is transmitted to you herewith for filing and recordation, pursuant to Section 20c of the Interstate Commerce Act, six duly executed counterparts of an Amendment Agreement dated as of August 16, 1976 among First Security Bank of Utah, National Association, as Agent, whose address is 79 South Main Street, Salt Lake City, Utah 84111, L&N Investment Corporation, whose address is 908 West Broadway, Louisville, Kentucky 40201, and American Security and Trust Company, N. A., as Trustee, whose address is 15th Street and Pennsylvania Avenue, N. W., Washington, D. C. 20013

This Amendment Agreement amends Schedule A of that Reconstruction and Conditional Sale Agreement dated as of February 1, 1976, which was filed and recorded with the Interstate Commerce Commission on April 6, 1976 and assigned Recordation No. 8275.

By this Amendment Agreement, Schedule A of the Reconstruction and Conditional Sale Agreement dated as of February 1, 1976 is amended to read in its entirety as set forth in Schedule A of said Amendment Agreement.

Attached hereto is a draft in the amount of \$10 payable to the Treasurer of the United States to cover the prescribed recordation fee for said Amendment.

This letter of transmittal is signed by an officer of the Louisville and Nashville Railroad Company designated for the purpose hereof who has knowledge of the matters set forth herein.

RECEIVED
SEP 17 1 15 PM '76
FEE OPERATION
I.C.C.

Paul Snyder
Paul Snyder

After recordation, please return four recorded counterparts of said Amendment to:

Kunkel Transportaion Services
425 13th Street, N. W.
Suite 523
Washington, D. C. 20004

Respectfully yours,

Louisville and Nashville Railroad Company

By David M. Yearwood
David M. Yearwood
Assistant General Solicitor

Enclosures

SEP 17 1976 4 20 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of August 16, 1976, among FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, as Agent (hereinafter called the Vendor), L&N INVESTMENT CORPORATION (hereinafter called the Builder), and AMERICAN SECURITY AND TRUST COMPANY, N. A., as Trustee (hereinafter called the Vendee).

WHEREAS, the parties hereto have entered into a Reconstruction and Conditional Sale Agreement dated as of February 1, 1976 (hereinafter called the Conditional Sale Agreement);

WHEREAS, the Conditional Sale Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on April 6, 1976, at 2:55 P. M., and assigned Recordation No. 8275;

WHEREAS, the parties hereto now desire to amend the Conditional Sale Agreement.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

Schedule A of the Conditional Sale Agreement is hereby amended so as to read in its entirety as set forth in Schedule A hereto.

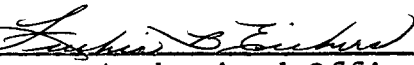
Except as amended hereby, the Conditional Sale Agreement shall remain unaltered and in full force and effect.

The Vendee will promptly cause this Amendment Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

This Amendment Agreement may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument, which shall be sufficiently evidenced by any such original counterpart.

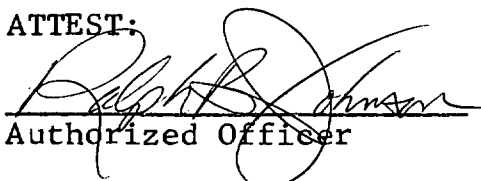
IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed by duly authorized officers and their corporate seals to be hereunto affixed, duly attested, as of the date first above written.

FIRST SECURITY BANK OF UTAH, NATIONAL
ASSOCIATION, as Agent

By 
Authorized Officer

(Corporate Seal)

ATTEST:


Authorized Officer

L&N INVESTMENT CORPORATION

By

P. E. Bisha
President

(Corporate Seal)

ATTEST:

H. D. Seff
Attesting Officer

AMERICAN SECURITY AND TRUST COMPANY, N. A.,
as Trustee

By

D. Larson
Vice President

(Corporate Seal)

ATTEST:

[Signature]
Authorized Officer

STATE OF UTAH)
) SS:
COUNTY OF SALT LAKE)

On this ^{Sept} 8th day of August, 1976, before me personally appeared Archia B. Richers, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Ronda F. Olsen
Notary Public

My Commission expires 11-18-79.

(NOTARIAL SEAL)

COMMONWEALTH OF KENTUCKY)
) SS:
COUNTY OF JEFFERSON)

On this 3rd day of August, 1976, before me personally appeared R. E. Bisha, to me personally known, who, being by me duly sworn, says that he is President of L&N INVESTMENT CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sharon W. Bowles
Notary Public

My Commission expires July 26, 1978.

(NOTARIAL SEAL)

DISTRICT OF COLUMBIA)
) SS:
)

On this 10th day of ~~August~~ ^{SEPT.}, 1976, before me personally appeared R. D. LARSON, to me personally known, who, being by me duly sworn, says that he is Vice President of AMERICAN SECURITY AND TRUST COMPANY, N. A., that one of the seals affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Gregory M. Philbrick
Notary Public

My Commission expires JUNE 30, 1981.

(NOTARIAL SEAL)

SCHEDULE A-RECONSTRUCTION AND CONDITIONAL SALE AGREEMENT

Quantity	AAR Mechanical Designation	Designation	Railroad Road Numbers (Inclusive)	Specifications	Hulk Purchase Price		Base Reconstruction Cost		Purchase Price	
					Per Unit	Total	Per Unit	Total	Per Unit	Total
168	HT	70-Ton Open- Top Hoppers	76144-76311	1027	\$4,500	\$756,000	\$ 9,139	\$1,535,352	\$13,639	\$2,291,352
21	HT	80-Ton Open- Top Hoppers	189739-189758 500107	1027	4,500	94,500	9,139	191,919	13,639	286,419
11	HT	100-Ton Open- Top Hoppers	192007, 192013-192016 192023,192025, 192026,192029, 192034,192038	1027	4,500	49,500	11,104	122,144	15,604	171,644
30	HT	100-Ton Open- Top Hoppers	192000-192006 192008-192012 192017-192022 192024,192027 192028, 192030-192033 192035-192037 192039,192040	1027	4,500	135,000	13,833	414,990	18,333	549,990
13	LO	70-Ton Covered Hoppers	37162 201919-201928 210013,210014	1026	4,500	58,500	12,076	156,988	16,576	215,488
50	MWB	70-Ton Ballast Cars	45001-45050	1028	4,500	225,000	10,344	517,200	14,844	742,200
52	LO	100-Ton Covered Hoppers	201508-201528 201976-201980 205053-205077 205999	1026	4,500	234,000	12,076	627,952	16,576	861,952
118	XL	50-Ton Box Cars	13115-13232	1025	4,500	531,000	8,983	1,059,994	13,483	1,590,994
15	XL	50-Ton Box Cars	13100-13114	1025	4,500	67,500	10,832	162,480	15,332	229,980

SCHEDULE A-RECONSTRUCTION AND CONDITIONAL SALE AGREEMENT

Sheet 2

Quantity	AAR Mechanical Designation	Designation	Railroad Road Numbers (Inclusive)	Specifications	Hulk Purchase Price		Base Reconstruction Cost		Purchase Price	
					Per Unit	Total	Per Unit	Total	Per Unit	Total
7	XL	50-Ton Box Cars	96800-96806	1025	\$4,500	\$ 31,500	\$ 9,268	\$ 64,876	\$13,768	\$ 96,376
51	XL	50-Ton Box Cars	96807-96838 111773-111791	1025	4,500	229,500	10,219	521,169	14,719	750,669
17	XL	50-Ton Box Cars	111792-111808	1025	4,500	76,500	8,407	142,919	12,907	219,419
9	XL	50-Ton Box Cars	111533-111541	1025	4,500	40,500	11,054	99,486	15,554	139,986
23	XL	50-Ton Box Cars	111809-111831	1025	4,500	103,500	11,138	256,174	15,638	359,674
13	XL	50-Ton Box Cars	111520-111532	1025	4,500	58,500	11,915	154,895	16,415	213,395
83	XL	50-Ton Box Cars	111542-111602 111662-111683	1025	4,500	373,500	8,975	744,925	13,475	1,118,425
59	XL	50-Ton Box Cars	111603-111661	1025	4,500	265,500	10,631	627,229	15,131	892,729
5	XL	50-Ton Box Cars	111684-111688	1025	4,500	22,500	10,673	53,365	15,173	75,865
26	XM	50-Ton Box Cars	110848-110873	1025	4,500	121,500	11,754	317,358	16,254	438,858
172	XM	50-Ton Box Cars	110679-110847 113039-113041	1025	4,500	769,500	11,868	2,029,428	16,368	2,798,928
9	XM	50-Ton Box Cars	110874-110882	1025	4,500	40,500	10,672	96,048	15,172	136,548
1	XP	50-Ton Box Cars	99671	1025	4,500	4,500	11,053	11,053	15,553	15,553

SCHEDULE A-RECONSTRUCTION AND CONDITIONAL SALE AGREEMENT

Sheet 3

Quantity	AAR Mechanical Designation	Designation	Railroad Road Numbers (Inclusive)	Specifications	Hulk Purchase Price		Base Reconstruction Cost		Purchase Price	
					Per Unit	Total	Per Unit	Total	Per Unit	Total
60	XL	70-Ton Box Cars	112209-112239 112946-112974	1025	\$4,500	\$ 270,000	\$10,447	\$ 626,820	\$14,947	\$ 896,820
36	XL	70-Ton Box Cars	112240-112259 113042-113057	1025	4,500	162,000	11,514	414,504	16,014	576,504
4	XM	70-Ton Box Cars	112260-112263	1025	4,500	18,000	11,054	44,216	15,554	62,216
17	XM	70-Ton Box Cars	112975-112991	1025	4,500	76,500	9,506	161,602	14,006	238,102
17	XL	100-Ton Box Cars	114018-114034	1025	4,500	76,500	11,137	189,329	15,637	265,829
8	XL	100-Ton Box Cars	113900-113907	1025	4,500	36,000	10,701	85,608	15,201	121,608
33	MMF	50-Ton Welded Rail Cars	43215-43247	1029	4,500	148,500	14,969	493,977	19,469	642,477
						\$5,076,000		\$11,924,000		\$17,000,000